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US Beverage  
PO Box 231224  
Montgomery, AL 36123

### ***John Walker Buyout Proposal***

The proposed buyout of John Walker from US Beverage, Inc. and all related entities including Rio Grande Beverage, Inc. and GBD Holding, LLC is outlined in the following.

***GBD Holding, LLC*** - Purchase of John Walkers shares of ownership equal to 33 1/3 % to be purchased for an estimated **\$15,000.00** and to be paid at closing. Closing to be on or before December 15<sup>th</sup>, 2005 with effective date of January 1, 2006 for tax purposes, if possible.

***US Beverage, Inc.*** - Purchase of John Walkers shares of ownership of 500 shares of stock and all related commissions and expenses outstanding for the amount of **\$200,000.00** in the following manner:

1/1/06-12/31/06 \$24,000.00 paid in 12 installments of \$2,000.00  
1/1/07-12/31/07 \$36,000.00 paid in 12 installments of \$3,000.00  
1/1/08-12/31/08 \$48,000.00 paid in 12 installments of \$4,000.00  
1/1/09-12/31/09 \$48,000.00 paid in 12 installments of \$4,000.00  
1/1/10-12/31/10 \$44,000.00 paid in 12 installments of \$3666.67

John Walker to train new USB sales manager 90 day contract as part of 5 year agreement, USB to pay related expenses.

Payoff of credit lines: Citi Visa (through monthly payments),  
Card must be closed  
Continuation of Life Insurance policy for term of SBA loan and  
buyout (\$500,000.00)  
Non-competes attached

***Trident Marketing/Juice Alive*** - US Beverage, Inc will enter into a 6 month distributorship agreement at 0.00\$ per case. US Beverage with right to renew at end of 6 months at its sole discretion for 5x 1 year options at the agreed upon price of \_\_\_\_\_

Trident Marketing/ Juice Alive must be solely owned by John Walker at this time  
Defined protected territory with non-competes: Alabama, Mississippi, Georgia, North Florida (panhandle through Jacksonville), Arkansas, South Texas (Corpus to Austin and South) South Carolina, and Tennessee. *Current borders in Georgia*

All marketing and POS materials at cost and /or rights to reproduce  
Marketing assistance and lead generation via all available marketing vehicles Trident marketing and Juice Alive employ

Representative of TM/JA to attend all trade shows USB attends

\$120  
Buy Pos  
Cost

Notes Payable

USB Can Choose Manufacturer  
Crown

Burn -

① SBA/Non-Compete

TRIDENT -

② Expenses

Crown -

Expenses =

EXHIBIT

12

tabbies

John Walker  
23611 Litchfield Bend Lane, Katy, TX 77494  
(281)-395-4659

Response to John Walker Buyout Proposal from USB sent on 11-4-05

11-4-05

Grady, I have received your proposal and here is my response with amendments.

GBD Holding, LLC

Purchase of John Walkers shares of ownership equal to 33 1/3% to be purchased for \$15,000.00 and to be paid in full at closing. Closing on or before December 15<sup>th</sup>, 2005 with effective date of January 1, 2006 for tax purposes if possible.

US Beverage, Inc

Purchase of John Walker's shares of ownership of 500 shares of stock for \$175,000 paid over 5 years @ 5% interest. I cannot pay capital gains on expenses or commissions therefore these two items cannot be included in the repayment for the stock. I have included two separate payment options below.

Option #1:

\*Payment in cash at closing for expenses \$18,306.24

\*\$29,899.46 in commissions to be paid through payroll for a period of one year @ \$2,491.63 per month with the continuation of family coverage on health insurance and Simple IRA contributions under the same conditions prior to our stop in payroll.

\*Stock payment as follows below in spreadsheet.

Payment schedule \$175,000 @ 5% for 60 months

Year	Monthly Payment	Total Payments
2006	\$802.47	\$9,629.64
2007	\$3,927.47	\$47,129.64
2008	\$3,927.47	\$47,129.64
2009	\$3,927.47	\$47,129.64
2010	\$3,927.47	\$47,129.64
		\$198,148.20

Option #2:

\*Payment in cash at closing for expenses \$18,306.24

\*Payment in cash at closing for commissions \$29,899.46

\*Stock payment as follows below in spreadsheet

Payment schedule \$175,000 @ 5% for 60 months

Year	Monthly Payment	Total Payments
2006	\$3,302.47	\$39,629.64
2007	\$3,302.47	\$39,629.64
2008	\$3,302.47	\$39,629.64
2009	\$3,302.47	\$39,629.64
2010	\$3,302.47	\$39,629.64
		\$198,148.20

Stock redemption agreement to be put in place for 500 shares of USB stock in the event that USB does not live up to its obligation.

\*Payoff of Citi Business Visa account ending in #6977 according to terms of the cardholder agreement. The account expired in February of 2005.

\*A 2 week day training program on school systems for a new sales person/manager to be determined by USB. I must have 30 days in advance notice and agree on the time frame.

\*US Beverage will also agree to a 2 week training program for Juice Alive/Trident marketing employees on juice/cola systems.

\*Continuation of the Life insurance policy for the term of the SBA loan and the buyout.

\*Non-Compete

#### Trident Marketing/Juice Alive

The agreement for USB to use the Juice Alive will be consummated with a distributor agreement; however, here are the important terms that I present.

\*Defined Territory protected with non-compete: Includes the following states Alabama, Mississippi, Arkansas and South Texas to be outlined by county.

I cannot give exclusive territories in South Carolina, Georgia, Tennessee or the North Florida panhandle at these prices; in addition to this I do not feel that US Beverage has the ability to fully develop these territories.

\*US Beverage can either purchase pos and marketing materials from Trident Marketing at cost +10% or you can purchase directly from the printer of your choice. I will provide you with the software and you can arrange to have it printed.

\*Trident Marketing/Juice Alive will supply USB with leads as they come available in your territory or outlying areas.

\*Link to Juice Alive website for USB's website if it ever gets up and going.

\*Trident Marketing is already wholly owned by John Walker

\*Attendance of all USB tradeshow within its territories by Juice Alive rep.

\*Price of Juice Alive per case currently \$1.45 over cost this includes a \$.25 per case rebate for pos. If we use the label with the peel away flavor sticker then the price will increase another \$.25, bringing the total to \$1.70 per case.

\*6 month distributor agreement to begin with is acceptable.